FORM D

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D



NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

Prefix	Serial
DATE F	RECEIVED
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Filing Under (Check box(es) that apply): Fright Filing: New Filing Amendment	Rule 504 Rule 505 Rule 506 Section 4(6) ent.	D'IOE
	A. BASIC IDENTIFICATION DATA	AS DECEIVED S
Enter the information requested about the iss		TICLY MEDELMON
	ent and name has changed, and indicate change.)	20.00.1
Name of Issuer (check if this is an amendme USA Midtown Heights, LLC	The Control of the Co	11/N I Q 200
Address of Executive Offices	(Number and Street, City, State, Zip Code)	Telephone Number (including Area Code)
Five Financial Plaza, Suite 105, Napa, CA	estanta contra establica a la casa de la cas	(800) 611-1160
Address of Principal Business Operations	(Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)
(if different from Executive Offices)	STORE SAFESYA, PERSON, OF PROPERTY OF THE STORE OF THE SAFESY	
Brief Description of Business		
The acquisition, lease and sale of undivide	ed tenant in common interests.	
	ited partnership, already formed ited partnership, to be formed	lease specify): limited/liability@ppings
	Month Year anization: U.A. Estin the two-letter U.S. Postal Service abbreviation for State CN for Canada; FN for other foreign jurisdiction)	
GENERAL INSTRUCTIONS	or to canal, it is one to again and	FINANCIA
77d(6). When To File: A notice must be filed no later tha	ecurities in reliance on an exemption under Regulation D o in 15 days after the first sale of securities in the offering. If the date it is received by the SEC at the address given be	A notice is deemed filed with the U.S. Securities
	ed States registered or certified mail to that address.	siow of, if received at that address after the date t
Where To File: U.S. Securities and Exchange Co.	mmission, 450 Fifth Street, N.W., Washington, D.C. 203	549.
Copies Required: Five (5) copies of this notice m photocopies of the manually signed copy or bear t	ust be filed with the SEC, one of which must be manually yped or printed signatures.	y signed. Any copies not manually signed must b
	all information requested. Amendments need only report by material changes from the information previously suppl	
Filing Fee: There is no federal filing fee.		
ULOE and that have adopted this form. Issuers are to be, or have been made. If a state requires	the Uniform Limited Offering Exemption (ULOE) for same relying on ULOE must file a separate notice with the State payment of a fee as a precondition to the claim for in the appropriate states in accordance with state law.	ecurities Administrator in each state where sale the exemption, a fee in the proper amount sha
this notice and must be completed.	ATTENTION	

A. BASIC IDENTIFICATION DATA Enter the information requested for the following: Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer. Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and Each general and managing partner of partnership issuers. Check Box(es) that Apply: romoter Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) U.S. Advisor, LLC Business or Residence Address (Number and Street, City, State, Zip Code) Five Financial Plaza, Suite 105, Napa, CA 94558 Check Box(es) that Apply: Beneficial Owner Executive Officer General and/or Managing Partner Full Name (Last name first, if individual) Internacional Realty, Inc. Business or Residence Address (Number and Street, City, State, Zip Code) 405 N. St. Mary's St., Suite D, Sante Fe, NM 87502-3210 Check Box(es) that Apply: | Promoter Director Beneficial Owner Executive Officer General and/or Managing Partner Full Name (Last name first, if individual) CB Richard Ellis Investors, L.L.C. Business or Residence Address (Number and Street, City, State, Zip Code) 865 S. Fiqueroa St., Suite 3500, Los Angeles, CA 90017 Promoter Beneficial Owner Executive Officer Director Check Box(es) that Apply: General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Promoter Beneficial Owner Executive Officer Check Box(es) that Apply: Director General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: Beneficial Owner Executive Officer General and/or Director Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) **展的影響和自身跨遊場等的**的目光的。

Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?						. 🤃 В. Г	FORMATI	ON ABOU	e offeri	YG ∘ *				
Answer also in Appendix, Column 2, if filling under ULOE 2. What is the minimum investment that will be accepted from any individual? 3. Does the offering permit joint ownership of a single unit? 4. Eater the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. Fine retain five (5) persons to be listed are associated persons of such a state or states, list the name of the windvidual) Rossance, Mark: Business or Residence Address (Number and Street, City, State, Zip Code) 11/20 East Congla Lack Road, Stude 100, Troy, MI-48085. Name of Associated Broker or Dealer Questia Capital Corporation States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States). All States (Check "All States" or check individual States). Business or Residence Address (Number and Street, City, State, Zip Code) 11/20 East Congla Lack Road, State (1) East (1)	,	Uac tha i	neuer cold	or does th	e iccuer in	tand to cal	1 to non-se	credited in	avectore in	this offeri	ng?			
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^{*} A smaller amount may be accepted by the company, in its sole discreti- $3.1\ of\ 9$

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4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, a commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a store states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. Full Name (Last name first, if individual)										he offering. with a state	}		
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^{*} A smaller amount may be accepted by the company, in its sole discreti. 3.4 of 9

B. INFORMATION ABOUT OFFERING													
1.	Has the	issuer sold	or does th	ne issuer in	tend to se	ll, to non-ac	credited in	nvestors in	this offeri	ne?		Yes	No *
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2.	What is	the minim	um investm	ent that wi	ill be acce	pted from a	ny individ	ual?			************	\$ <u>523</u>	500*
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3. Na	33 The Ci	ity Boulev	ard West, roker or De	Suite 200,	Orange C	A 92868							
1.00	and the contract of the contra	kerage Inc	No buller condition but the wife	ikag <u>i</u>									
Name of Associated Broker or Dealer OMNI Brokerage Inc. States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)													
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^{*} A smaller amount may be accepted by the company, in its sole discretic 3.5 of 9

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1 Unc the	e issuer sold	or does th	a iccuar in	tand to cal	il to non-se	craditad i	westors in	this offeri	n a?		Yes	No E
1. Has the	s issuer solu	i, or does in			Appendix,				-	**************		×
2. What i	s the minim	um investm					_				\$ 523,	500*
2. Wilde 1	s the minni			00 4000	prod nom d	,				•••••••	Yes	No
3. Does the	he offering	permit joint	t ownership	of a sing	le unit?							
	he informat											
If a per	ssion or sim son to be lis	ted is an ass	sociated per	rson or age	nt of a brok	er or deale:	registered	with the S	EC and/or	with a state	;	
or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.									ı			
Full Name								· 	<u>.</u>	. 		
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^{*} A smaller amount may be accepted by the company, in its sole discreti- 3.6 of 9

B: INFORMATION ABOUT OFFERING													
ı.	Har the	icenar cold	l or does th	ne issuer in	tend to se	ll, to non-ac	ocredited i	nvestors in	this offeri	na?		Yes	No
1.	rias uic	issuei soid	i, or does a			Appendix,				•			×
2.	What is	the minim	um investn			pted from a		-				\$ 523	500*
		***************************************				,	,					Yes	No
3.	Does the	e offering	permit join	t ownership	of a sing	le unit?			••••••			×	
						ho has bee of purchase							
	If a pers	on to be lis	ted is an ass	sociated pe	rson or age	nt of a brok	er or deale	r registered	l with the S	EC and/or	with a stat	e	
or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.									h				
Full Name (Last name first, if individual)													
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^{*} A smaller amount may be accepted by the company, in its sole discretic 3.7 of 9

C. OFFERING PRICE: NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if the answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.		
	Type of Security	Aggregate Offering Price	Amount Already Sold
	Debt	s 10/4/15	s 0
	Equity		s 0
	Common Preferred		
	Convertible Securities (including warrants)	s 0	s 0
	Partnership Interests		s 0
	Other (Specify Undivided tenant in common interests in real estate	s 17.450.000.00	\$ 17.450.000.00
	Total		
		\$	• • <u></u>
_	Answer also in Appendix, Column 3, if filing under ULOE.		
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."	;	
		Number Investors	Aggregate Dollar Amount of Purchases
	Accredited Investors	position are referred with a first set.	\$ 17,450,000.00
	Non-accredited Investors	Control States Street Av. 15	\$ <u>0</u>
	Total (for filings under Rule 504 only)		\$ <u></u>
	Answer also in Appendix, Column 4, if filing under ULOE.		
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C — Question 1.		
		Type of	Dollar Amount
	Type of Offering	Security	Sold
	Rule 505	Company to all and a first and a second and	S THE PROPERTY OF THE PARTY OF
	Regulation A	Charlest Mathematical Co., 15	\$ ## 18 P.
	Rule 504	4 5 5 5 4 4 4 4 5 5 6 6	\$ =
	Total		\$
4	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.	•	
	Transfer Agent's Fees	X	s <u>0</u>
	Printing and Engraving Costs	X	\$ 0
	Legal Fees		\$ 75,000
	Accounting Fees		\$_0
	Engineering Fees		\$ 0
	Sales Commissions (specify finders' fees separately)	-	\$ 1,396,000
	Other Expenses (identify) Closing/Finance/Acquisition Costs		§ 2,565,238
	Total		\$ 4,036,238
		52.75	

G. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF I	RUCELUS HECKLEY	
b. Enter the difference between the aggregate offering price given in response to Part C — Question 1 and total expenses furnished in response to Part C — Question 4.a. This difference is the "adjusted gross proceeds to the issuer."		§ 13,413,762
each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and		
	Payments to Officers, Directors, & Affiliates	Payments to Others
Salaries and fees	x \$ 0	× \$ 0
Purchase of real estate	x \$ 0	* \$ 11,996,562
		* \$ 0.
Construction or leasing of plant buildings and facilities	x \$ <u>0</u>	x \$ 0
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another	Spa nt of the second state	o rá sta estre e sala
issuer pursuant to a merger)	* \$ 3 9 77	x \$ 0
Repayment of indebtedness	x \$ <u>U</u>	* \$ 0
and a respective time the community of the Contract Contr		
Other (specify): Acquisitor 655	x \$ 1,267,200	x \$ 0
	\$	3 3 3 3 3 3 3 3 3 3
Column Totals	* \$_1,267,200	x \$ 12,146,562
Total Payments Listed (column totals added)	x \$ <u>1</u>	3,413,762
D. FEDERAL SIGNATURE		
mature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Comm	ission, upon writte	
suer (Print or Type) Signature	Date	
JSA Midtown Heights, LLC // Dean / La len	6/15/05	
Lean Van Deren Senior Vice President - Chief Financial Officer, U.S.	Advisor, LLC, Manag	er of USA Midtown
	b. Enter the difference between the aggregate offering price given in response to Part C — Question 1 and total expenses furnished in response to Part C — Question 4.a. This difference is the "adjusted gross proceeds to the issuer." Indicate below the amount of the adjusted gross proceed to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C — Question 4.b above. Salaries and fees Purchase, rental or leasing and installation of machinery and equipment. Construction or leasing of plant buildings and facilities Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger) Repayment of indebtedness Working capital Other (specify): Acquisition fees Column Totals Total Payments Listed (column totals added) D.FEDERAL SIGNATURE The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice mature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Comme information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of suer (Print or Type) JSA Midtown Heights, LLC Tatle of Signer (Print or Type) Tatle of Signer (Print or Type)	b. Enter the difference between the aggregate offering price given in response to Part C — Question 1 and total expenses furnished in response to Part C — Question 4.a. This difference is the "adjusted gross proceeds to the issuer." Indicate below the amount of the adjusted gross proceed to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C — Question 4.b above. Payments to Officers, Directors, & Affiliates Salaries and fees — Factor of Part C — Question 4.b above. Payments to Officers, Directors, & Affiliates Salaries and fees — Factor of Payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C — Question 4.b above. Payments to Officers, Directors, & Affiliates Salaries and fees — Factor of Payments of Officers, Directors, & Officers, Directors, & Affiliates Salaries and fees — Factor of Payments of Payments of Officers, Directors, & O

- ATTENTION -

intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

	E. STATE SIGNATURE		14.00
1.	Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule?	Yes	No ×
	See Appendix, Column 5, for state response.		
2.	The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is fit D (17 CFR 239.500) at such times as required by state law.	l ed a no	tice on Form
3.	The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, informat issuer to offerees.	ion furn	ished by the
4.	The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entimited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claim of this exemption has the burden of establishing that these conditions have been satisfied.		
	uer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its beha thorized person.	lf by the	undersigned
4 4 4 5 4 7 1	Print or Type) Signature Midtown Heights, LLC Signature Signature Colis 105		
1600100000	Print or Type) 2 Van Deren Senior Vice President - Chief Financial Officer, U.S. Advisor, LLC, Manag Heights, LLC	er of USA	\-Midtown

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

				All All	PPENDIX					
1 State	Intend to sell to non-accredited investors in State (Part B-Item 1)		Type of security and aggregate offering price offered in state (Part C-Item 1)	4 Type of investor and amount purchased in State (Part C-Item 2)					5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No	
AL										
AK										
ΑZ		X	Undivided tenant in common interests in real estate - \$ 17.450,000	1	\$500000.00	0	N/A		×	
AR										
CA		X	Undivided tenant in common interests in real estate - \$ 17,450,000	25	\$13096019.87	0	N/A		X	
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FL		X	Undivided tenant in common uncrease in real estate - \$ 17.450,000	1	\$500000.00	0	N/A		×	
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MA		X	interests in real estate - \$ 17.450,000	1	\$496800.00	0	N/A		X	
MI		X	Undivided tenant in common interests in real estate - \$ 17.450,000	1	\$350000.00	0	N/A		X	
MN										
MS										

				, APPI	INDEX				di Savi	
1	Intend to sell to non-accredited investors in State (Part B-Item 1)		Type of security and aggregate offering price offered in state (Part C-Item 1)	4 Type of investor and amount purchased in State (Part C-Item 2)					5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No	
мо										
MT										
NE										
NV										
NH										
NJ										
NM		X	Undivided tenant in common interests in real estate - \$ 17,450,000	J	\$496800.00	0	N/A		X	
NY								全型 (1975年) 表现 (1975年)		
NC										
ND										
ОН										
ОК										
OR		X	Undivided tenant in common interests in real estate - \$ 17.450.000	i	\$650000.00	0	N/A		X	
PA										
RI										
sc										
SD										
TN										
TX										
UT										
VT								Walter or		
VA			ENERGIC COMMONS LIFE STATES							
WA		X	Undivided tenant in common interests in real estate - \$ 17,450,000	2	\$909670.33	0	N/A		X	
wv										
WI										

State	Intend to sell to non-accredited investors in State (Part B-Item 1)		Type of security and aggregate offering price offered in state (Part C-Item 1)		5 Disqualification under State ULOI (if yes, attach explanation of waiver granted) (Part E-Item 1)				
	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
WY									
PR									